## UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

In re

Chapter 11

DELPHI CORPORATION, et al.

Case No. 05-44481 (RDD)

Debtors.

(Jointly Administered)



## RESPONSE OF CTS OF CANADA CO. TO THIRTEENTH OMNIBUS OBJECTION TO CLAIMS

CTS of Canada Co. ("CTS"), for its Response to Thirteenth Omnibus Objection to Claims, states as follows:

### CTS' Proof of Claim

- 1. CTS filed a proof of claim in the amount of \$34,432.00 against Delphi

  Automotive Systems, LLC on July 27, 2006 (the "Claim"). This claim is identified as Claim No.

  11279 in the instant case.
- 2. The Claim seeks payment owing to CTS for goods sold to Delphi Automotive Systems, LLC and/or certain of its affiliates (the "Debtors").
- 3. A portion of the Claim was a reclamation claim. On July 13, 2006, CTS entered into an Amended Statement of Reclamation with the Debtors, pursuant to which CTS and the Debtors agreed that the Reconciled Amount of CTS' reclamation claim was \$3,120.45. The balance of the Claim, in the amount of \$31,311.55, is a general unsecured claim.
- 4. On August 8, 2006, CTS transferred a portion of the Claim, in the amount of \$24,300.00, to Bear Stearns Investment Products, Inc. ("Bear Stearns"). The \$24,300.00 partial transfer to Bear Stearns included the reclamation portion of the Claim, in the Reconciled Amount

of \$3,120.45, and part of the general unsecured portion of the Claim, in the amount of \$21,179.55. The Notice of Partial Transfer of Claim Pursuant to FRBP Rule 3001(e)(2) was filed with this Court on January 11, 2007 (Court Docket #6553). The balance of the general unsecured portion of the Claim, \$10,132.00, remained held in the name of CTS.

5. CTS has previously supplied information in support of the Claim to the Debtor. Documentation in support of the portion of the Claim retained by CTS, \$10,132.00, in the form of pro forma invoices, shipper/packing lists and bills of lading, is attached hereto as Exhibit A.

### The Debtors' Objection

- 6. On April 27, 2007, the Debtors filed their Thirteenth Omnibus Claims Objection (the "Objection") which stated that the Debtors objected to the Claim as a "Claim Subject to Modification and Reclamation Agreement."
- 7. The Objection, in Exhibit E-3, at 9, states that the <u>total</u> amount of the Claim should be modified from \$34,432.00 to \$24,300.00 (which includes the \$3,120.45 priority reclamation claim and a general unsecured claim for \$21,179.55), which is the amount of the partial transfer to Bear Stearns. The Objection seeks to "modify" the portion of the Claim held by CTS from \$10,132.00 to \$0.00; that is, the entire amount of the Claim still held by CTS would be expunged.
- 8. The Objection states that the "Claims Subject to Modification and Reclamation Agreement" are claims that "the Debtors believe should be modified solely to assert a properly classified, fully liquidated claim amount against the appropriate Debtor."
- 9. The Objection does not state the reason why the Debtors believe that the portion of the Claim retained by CTS and not transferred to Bear Stearns should be "modified" to \$0.00.

- 10. The Debtors sent CTS a Notice of Objection to Claim (the "Notice"). The Notice states that the Debtors' "Basis for Objection" to the Claim is that it is a "Claim Subject to Modification and Reclamation Agreement." The Notice further states that "Claims Subject to Modification and Reclamation Agreement" are those "in which the claimant asserted a reclamation demand and the Debtors and the claimant have entered into a letter agreement . . ."
- Debtors' "Basis for Objection," as stated in the Notice, does not explain why the portion of the Claim held by CTS is being modified (in fact, expunged) from \$10,132.00 to \$0.00.
- 12. CTS agrees that the Debtors and CTS entered into a letter agreement with respect to the reclamation claim. CTS acknowledges that CTS made a partial transfer of the Claim, in the amount of \$24,300.00 to Bear Stearns. However, the Debtors' "Basis for Objection" provides no clue as to why the Debtors seek to reduce the balance of the Claim that remains held by CTS, in the amount of \$10,132.00, to \$0.00.
- 13. Neither the Objection nor the Notice state with specificity the grounds for the Debtors' objection to the \$10,132.00 portion of the Claim.

#### Legal Analysis

- 14. The Debtors have not overcome the *prima facie* validity of the Claim. A proof of claim constitutes *prima facie* evidence of the validity and amount of a claim. Fed.R.Bankr.P. 3002(f). The Debtors bear the burden of going forward and introducing "substantial evidence" to negate the correctness of CTS' evidence. *In re Townview Nursing Home*, 28 B.R. 431, 443 (Bankr. S.D.N.Y. 1983).
- 15. The Debtors have not offered any evidence to rebut or negate the correctness of CTS' Claim; indeed, the Debtors have not even stated the grounds for the objection to the Claim.

The Debtors have not explained why the portion of the Claim that was not transferred to Bear Stearns and is held by CTS, in the amount of \$10,132.00, should be modified to \$0.00.

16. Therefore, the Objection to CTS' Claim should be overruled and the Claim, in the amount of \$34,432.00, allowed.

Respectfully submitted,

CTS of Canada Co.

Elizabeth Bottorff Ahlemann

Senior Legal Counsel

CTS Corporation

905 West Boulevard N.

Elkhart, IN 46514

Tel. No. (574) 293-7511 Fax No. (574) 294-6151

E-Mail: eahlemann@ctscorp.com

Dated: May 18, 2007

#### **CERTIFICATE OF SERVICE**

I, Elizabeth Bottorff Ahlemann, Senior Legal Counsel for CTS Corporation, hereby certify that a copy of the foregoing Response to Debtors' Thirteenth Omnibus Objection to Claims was served upon the following parties on this 18<sup>th</sup> day of May, 2007:

Delphi Corporation 5725 Delphi Drive Troy, MI 48098

Att'n: General Counsel

Skadden, Arps, Slate, Meagher & Flom LLP

333 West Wacker Drive, Suite 2100

Chicago, IL 60606

Att'n: John William Butler, Jr.

John K. Lyons
Joseph N. Wharton

Elizabeth Bottorff Oblemann

## EXHIBIT A

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